

STATE OF MISSISSIPPI)
)
COUNTY OF DESOTO)

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BK 130 PG 218
DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

**FIRST AMENDMENT TO
DECLARATION OF RESTRICTIVE COVENANT RUNNING WITH LAND**

THIS FIRST AMENDMENT TO DECLARATION OF RESTRICTIVE COVENANT RUNNING WITH LAND is entered into effective as of the 23rd day of January, 2009, by CIRCLE K STORES, INC., a Texas corporation ("Circle K") and CVS 8955 MS, L.L.C., a Delaware limited liability company ("CVS").

WHEREAS, GA Properties, LLC, a Tennessee Limited Liability Company ("GAP") and Morrison entered into a Declaration of Restrictive Covenant Running with Land dated January 22, 1998, and filed for record on February 6, 1998, in Book 76, at Page 531, in the Office of the Chancery Clerk of DeSoto County, Mississippi (the "Restrictive Covenant"), which placed certain use restrictions on certain properties as described in the Restrictive Covenant then owned or thereafter acquired by GAP (the "Restricted Lands"), and which included, without limitation, those lands located in DeSoto County, Mississippi, generally described as Southwest Quadrant of Goodman Road and Airways, being that certain parcel lying and being situated in Section 36, Township 1 South, Range 8 West, Southaven, DeSoto County, Mississippi, more particularly described in deed in favor of GAP recorded in Deed Book 310 at Page 314 of the Land Records of DeSoto County, Mississippi; and

WHEREAS, the Restrictive Covenant benefited R.R. Morrison & Son, Inc., a Mississippi corporation ("Morrison"), its successors or assigns, as owners or lessees of that certain tract of land located in DeSoto County, Mississippi, more particularly described in that certain deed in favor of Morrison recorded in Deed Book 305 at Page 109 of the aforesaid Land Records, wherein Lot Four (4), Second Addition to F. P. Smith-Two Lot Subdivision in Section 31, Township 1 South, Range 7 West, City of Southaven, DeSoto County, Mississippi, more particularly described as shown by plat of record in Plat Book 54, Page 23, in the Office of the Chancery Clerk of DeSoto County, Mississippi, said tract of land now being owned by Circle K (the "Circle K Parcel"), was conveyed to Morrison; and

WHEREAS, CVS is the current owner of record of the Restricted Lands and Circle K is the current owner of record of the Circle K Parcel; and

WHEREAS, Circle K and CVS have agreed to the amendment of the Restrictive Covenant in the Land Records of DeSoto County, Mississippi, for the purpose of allowing certain uses of the Restricted Land.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Circle K, for itself, its successors and assigns, and CVS, for itself, its successors and assigns, hereby agree as follows:

1. The Restrictive Covenant is hereby amended as follows:

Part (a) of the first covenant of the Declaration is hereby revised to read as follows: "(a) no gasoline sales and no convenience store operations shall be conducted from any part of the Property,

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provided however, that the foregoing convenience store restriction shall not apply to the operation of a national drug store chain such as CVS Pharmacy, and the foregoing gasoline sales restriction shall not apply to the sale of petroleum products in standard retail containers by such a national drug store chain, and that...".

2. In consideration of its execution of this agreement, Circle K will receive the sum of \$100,000.00 simultaneously with the execution hereof.

3. Except as hereinabove expressly amended, the Restrictive Covenant is hereby confirmed and ratified in all respective and shall remain in full force and effect.

WITNESS THE SIGNATURE OF THE UNDERSIGNED this 17th day of December, 2008.

CIRCLE K STORES, INC.,
a Texas corporation

By: K. Jason Broussard

Its: VICE PRESIDENT OF OPERATIONS

STATE OF FLORIDA)

COUNTY OF ESCAMBIA)

PERSONALLY appeared before me, the undersigned authority in and for the said County and State, on this 17th day of December, 2008, within my jurisdiction, the within named K. JASON BROUSSARD, who acknowledged to me that he is VICE PRESIDENT OF OPERATIONS of Circle K Stores, Inc., a Texas corporation, and that for and on behalf of the said corporation, and as its act and deed, he executed the above and foregoing instrument, after first having been duly authorized by said corporation to do so.

GIVEN UNDER MY HAND AND OFFICIAL SEAL OF OFFICE.

Shawna R. Russ

NOTARY PUBLIC

Printed Name: SHAWNA R. RUSS

My Commission Expires:

3/25/2011



WITNESS THE SIGNATURE OF THE UNDERSIGNED this 21 day of January, 2009.

CVS 8955 MS, L.L.C.
a Delaware limited liability company

By: Timothy E. Kramer
Timothy E. Kramer
Its: Assistant General Counsel

STATE OF OHIO

COUNTY OF SUMMIT

PERSONALLY appeared before me, the undersigned authority in and for the said County and State, on this 21st day of JANUARY, 2009, within my jurisdiction, the within named Timothy E. Kramer, who acknowledged to me that he is Assistant General Counsel of CVS 8955 MS, L.L.C., a Delaware limited liability company, and that for and on behalf of the said limited liability company, and as its act and deed, he executed the above and foregoing instrument, after first having been duly authorized by said limited liability company to do so.

GIVEN UNDER MY HAND AND OFFICIAL SEAL OF OFFICE.

Marcia Jasany
NOTARY PUBLIC

Printed Name: Marcia Jasany

My Commission Expires:

MARCIA JASANY

Notary Public

State of Ohio

My Commission Expires 3/1/2009

This instrument prepared by:

Timothy D. Davis, Esq.
Sirote & Permutt, P.C.
2311 Highland Avenue South (35205)
P.O. Box 55727
Birmingham, Alabama 35255-5727

After Recording, Return To:
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PO Box 190
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File No: 98230 Initials: _____

